

## **INDEPENDENT AUDITOR'S REPORT**

To,  
THE MEMBERS OF MADWORKS VENTURES PRIVATE LIMITED.

### **Report on Financial Statements**

We have audited the accompanying Financial Statements of Madworks Ventures Private Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit and Loss for the period then ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; safeguarding the assets of the Company; preventing and detecting fraud and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud and error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as a 31<sup>st</sup> March, 2019 and its loss for the period ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. This report does not include a statement on the matters specified in paragraph 3 and 4 of the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, since in our opinion and according to the information and explanations given to us, the said Order is not applicable to the Company during the year under audit.

2. As required by section 143(3) of the Act, we report that:-

- (a) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) the standalone financial statements dealt with by this report are in agreement with the books of account;
- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
- (e) on the basis of the written representations received from the Directors as on 31<sup>st</sup> March, 2019 and taken on record by the Board of Directors, none of the Directors are disqualified as on 31<sup>st</sup> March, 2019, from being appointed as a Director in terms of Section 164(2) of the Act; and
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- (g) with respect to the other matters to be included in auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - 1) The company does not have any pending litigations and hence there is no impact of the same on its financial position;

- 2) There are no material foreseeable losses, hence no provision is required for the same.
- 3) There is no requirement of transfer of any amount to the Investor Education and Protection Fund.

For D. S. Acharya & Co.,  
Chartered Accountants  
(Firm Registration No. 100031W)



*D. S. Acharya*  
CA. Dinesh S. Acharya  
Proprietor  
Membership No. : 035647

Place : Mumbai  
Date : 15<sup>th</sup> May, 2019.

**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT of even date on the financial statements of Madworks Ventures Private Limited.**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of the **MADWORKS VENTURES PRIVATE LIMITED** (“the Company”) as of 31<sup>st</sup> March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Financial Reporting (the “Guidance Note”) and the Standards of Auditing , issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both, issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the Company are being made only in accordance with authorizations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.



For D.S. Acharya & Co.,  
Chartered Accountants.  
Firm Regn.No. 100031W

*D. S. Acharya*  
CA. Dinesh S. Acharya.  
Proprietor.  
Mem. No.035647

Place: Mumbai  
Date : 15<sup>th</sup> May, 2019.

**MADWORKS VENTURES PRIVATE LIMITED**  
U74999MH2015PTC269725

**Balancesheet**

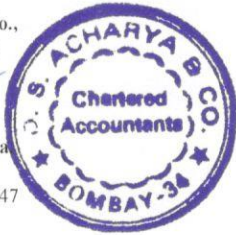
	Note No.	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
<b>I. ASSETS</b>				
<b>Non-current assets</b>				
(a) Intangible assets	1	1,550,149	1,928,502	374,355
(b) Capital work in progress	2	1,200,000	400,000	1,932,500
<b>Total Non Current Assets</b>		<b>2,750,149</b>	<b>2,328,502</b>	<b>2,306,855</b>
<b>Current assets</b>				
(a) Financial Assets				
(i) Cash and cash equivalents	3	33,881	1,163,168	93,355
(b) Other current assets	4	303,258	90,572	-
		<b>337,139</b>	<b>1,253,740</b>	<b>93,355</b>
<b>Total Current Assets</b>		<b>337,139</b>	<b>1,253,740</b>	<b>93,355</b>
<b>TOTAL ASSETS</b>		<b>3,087,288</b>	<b>3,582,242</b>	<b>2,400,210</b>
<b>II. EQUITY AND LIABILITIES</b>				
<b>1. Equity</b>				
(a) Equity Share capital	5	2,752,040	2,752,040	2,600,000
Preference Share capital	6	570,180	570,180	-
(b) Other Equity	7	-2,584,121	-1,562,310	-802,226
<b>Total Equity</b>		<b>738,099</b>	<b>1,759,910</b>	<b>1,797,774</b>
<b>2. Liabilities</b>				
<b>Current liabilities</b>				
(a) Financial Liabilities				
(i) Trade payables	8			
a) Total outstanding dues of micro enterprises and small enterprises		-	-	-
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		851,704	474,327	344,649
(ii) Other financial liabilities	9	1,445,000	1,255,000	255,000
(b) Other current liabilities	10	52,485	93,005	2,787
<b>Total Current Liabilities</b>		<b>2,349,189</b>	<b>1,822,332</b>	<b>602,436</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,087,288</b>	<b>3,582,242</b>	<b>2,400,210</b>

Note: The above Standalone balance sheet should be read in conjunction with the accompanying notes.

As per our Audit Report of even date attached.

For D.S.Acharya & Co.,  
Chartered Accountants

CA. Dinesh S. Acharya  
Proprietor  
Membership No.: 035647  
Place: Mumbai  
Date: 15th May, 2019



For Madworks Ventures Private Limited

Arjun Madhavan  
Director  
DIN : 07231500  
Place: Mumbai

Pooja Sheth  
Director  
DIN : 07294306  
Place: Mumbai

## MADWORKS VENTURES PRIVATE LIMITED

U74999MH2015PTC269725

## Statement of Profit and Loss

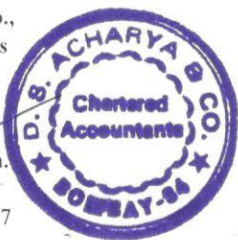
	Note No.	Year ended March 31, 2019	Year ended March 31, 2018
<b>Revenue</b>			
I Revenue from Operations	11	3,653	116,827
II Other Income	12	26	83,393
<b>III Total Income (I + II)</b>		<b>3,679</b>	<b>200,220</b>
<b>IV Expenses</b>			
Employee Benefits Expense	13	2,911	424,167
Depreciation and Amortization Expense	14	378,353	378,353
Other Expenses	15	644,226	591,116
<b>Total Expenses</b>		<b>1,025,490</b>	<b>1,393,636</b>
<b>V Profit Before Exceptional Items and Tax (III-IV)</b>		<b>-1,021,811</b>	<b>-1,193,416</b>
<b>VI Exceptional Items</b>		-	-
<b>VII Profit Before Tax (V-VI)</b>		<b>-1,021,811</b>	<b>-1,193,416</b>
<b>VIII Tax Expense</b>			
Current taxes		-	-
Deferred Taxes		-	-
<b>Total Tax Expense</b>		<b>-</b>	<b>-</b>
<b>IX Profit/(loss) for the period from continuing operations (VII-VIII)</b>		<b>-1,021,811</b>	<b>-1,193,416</b>
<b>X Profit/(loss) from discontinued operations</b>		-	-
<b>XI Profit/(loss) for the Year (IX-X)</b>		<b>-1,021,811</b>	<b>-1,193,416</b>
<b>XII Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss			
B (i) Items that will be reclassified to profit or loss			
<b>Total Comprehensive Income for the year (XI+XII)</b>		<b>-1,021,811</b>	<b>-1,193,416</b>
<b>XIII Earnings per Equity Share (Face Value ₹ 10)</b>	16		
(1) Restated Basic (₹)		-3.71	-4.56
(2) Restated Diluted (₹)		-3.71	-4.56

Note: The above Standalone statement of profit and loss should be read in conjunction with the accompanying notes.

As per our Audit Report of even date attached.


For D.S.Acharya & Co.,  
Chartered Accountants

CA. Dinesh S. Acharya.  
Proprietor  
Membership No.: 035647  
Place: Mumbai  
Date: 15th May, 2019



For Madworks Ventures Private Limited

  
Arjun Madhavan  
Director  
DIN : 07231500  
Place: Mumbai

  
Pooja Sheth  
Director  
DIN : 07294306  
Place: Mumbai

**MADWORKS VENTURES PRIVATE LIMITED**  
**U74999MH2015PTC269725**  
**Standalone Statement of Cash Flows**

	Year ended March 31, 2019	Year ended March 31, 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit Before Income Tax	(1,021,811)	(1,193,416)
<b>Adjustments for:</b>		
Depreciation and Amortization Expense	378,353	378,353
	<b>378,353</b>	<b>378,353</b>
<b>Operating Cash Flows Before Working Capital Changes</b>	<b>(643,458)</b>	<b>(815,063)</b>
<b>Adjustments for:</b>		
(Increase)/Decrease in Other Current Assets	(212,686)	(90,572)
Increase/(Decrease) in Trade Payables	377,377	129,678
Increase/(Decrease) in Other current liabilities (Current)	(40,520)	90,218
	<b>124,171</b>	<b>129,324</b>
<b>Cash Generated from / (used) in Operations</b>	<b>(519,287)</b>	<b>(685,739)</b>
Income Taxes (Paid) / Refunds	-	-
<b>Net Cash Flow from Operating Activities</b>	<b>(519,287)</b>	<b>(685,739)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Payment for Purchase of Property, Plant and Equipment	(800,000)	(400,000)
<b>Net Cash Flow From Investing Activities</b>	<b>(800,000)</b>	<b>(400,000)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Borrowings from directors (Net)	190,000	1,000,000
Proceeds from issue of equity shares	-	152,040
Proceeds from issue of preference shares	-	570,180
Security premium collected on issue of shares	-	433,332
<b>Net Cash Inflow/ (Outflow) From Financing Activities</b>	<b>190,000</b>	<b>2,155,552</b>
<b>D. Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>(1,129,287)</b>	<b>1,069,813</b>
Cash and cash equivalents at the beginning of the year	1,163,168	93,355
<b>Cash and cash equivalents at the end of the year</b>	<b>33,881</b>	<b>1,163,168</b>

Note: The above Standalone statement of cash flows should be read in conjunction with the accompanying notes.

As per our Audit Report of even date attached.

For D.S.Acharya & Co.,  
Chartered Accountants

*D. S. Acharya*



CA. Dinesh S. Acharya.  
Proprietor  
Membership No.: 035647  
Place: Mumbai  
Date: 15th May, 2019

For Madworks Ventures Private Limited

*Arjun Madhavan* *Pooja Sheth*

Arjun Madhavan  
Director  
DIN : 07231500  
Place: Mumbai

Pooja Sheth  
Director  
DIN : 07294306  
Place: Mumbai



**MADWORKS VENTURES PRIVATE LIMITED**  
**U74999MH2015PTC269725**  
**Standalone Statement of Changes in Equity**

	Rupees in '000
<b>(a) Equity share capital</b>	
As at April 01, 2017	2,600,000
Changes in equity share capital during the year	152,040
<b>As at March 31, 2018</b>	<b>2,752,040</b>
Changes in equity share capital during the year	-
<b>As at March 31, 2019</b>	<b>2,752,040</b>
<b>(a) Preference share capital</b>	
As at April 01, 2017	-
Changes in equity share capital during the year	570,180
<b>As at March 31, 2018</b>	<b>570,180</b>
Changes in equity share capital during the year	-
<b>As at March 31, 2019</b>	<b>570,180</b>

**Restated summary statement of changes in equity**  
**(b) Other equity (Refer Note 7)**

Particulars	Reserves and Surplus		Total
	Securities premium	Retained earnings	
Balance at April 01, 2017	-	-802,226	-802,226
Premium on issuance of equity shares	433,332		433,332
Profit for the year		-1,193,416	-1,193,416
Other comprehensive income for the year		-	-
<b>Total comprehensive income for the year</b>	<b>433,332</b>	<b>-1,193,416</b>	<b>-760,084</b>
<b>Balance at March 31, 2018</b>	<b>433,332</b>	<b>-1,995,642</b>	<b>-1,562,310</b>
<b>Restated balance at the beginning of the reporting year</b>	<b>433,332</b>	<b>-1,995,642</b>	<b>-1,562,310</b>
Profit for the year		-1,021,811	-1,021,811
Other comprehensive income for the year		-	-
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-1,021,811</b>	<b>-1,021,811</b>
<b>Balance at March 31, 2019</b>	<b>433,332</b>	<b>-3,017,453</b>	<b>-2,584,121</b>

**Nature and purpose of reserves:**

**Securities premium:**

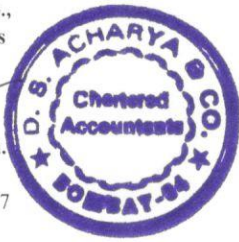
Securities premium is the premium recorded on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Note: The above Standalone statement of changes in equity should be read in conjunction with the accompanying notes.

As per our Audit Report of even date attached.

For D.S.Acharya & Co.,  
Chartered Accountants

CA. Dinesh S. Acharya,  
Proprietor  
Membership No.: 035647  
Place: Mumbai  
Date: 15th May, 2019



For Madworks Ventures Private Limited

Arjun Madhavan  
Director  
DIN : 07231500  
Place: Mumbai

Pooja Sheth  
Director  
DIN : 07294306  
Place: Mumbai

MADWORKS VENTURES PRIVATE LIMITED  
U74999MH2015PTC269725  
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1  
Intangible assets

Particulars	Gross Block		Depreciation		WDV
	Opening balance as at 01-Apr-2018	Additions	Deletions	Closing balance as at 31-Mar-2019	
Knack Marketplace App (App No.1)	5,72,600	-	-	90,643	3,08,063
Knack Beta (App. No. II)	18,17,500	-	-	2,87,710	12,62,080
	<b>23,90,100</b>	-	-	<b>3,78,353</b>	<b>15,90,149</b>
					<b>19,28,502</b>
Year ended March 31, 2019					
Particulars	Gross Block		Depreciation		WDV
	Opening balance as at 01-Apr-2017	Additions	Deletions	Closing balance as at 31-Mar-2018	
Knack Marketplace App (App No.1)	5,72,600	1,15,000	-	90,643	3,98,712
Knack Beta (App. No. II)	18,17,500	-	-	2,87,710	15,29,790
	<b>4,57,600</b>	<b>19,32,500</b>	-	<b>3,78,353</b>	<b>19,28,502</b>
					<b>3,74,355</b>
Year ended March 31, 2018					
Particulars	Gross Block		Depreciation		WDV
	Opening balance as at 01-Apr-2017	Additions	Deletions	Closing balance as at 31-Mar-2018	
Knack Marketplace App (App No.1)	5,72,600	83,245	-	1,73,888	3,98,712
Knack Beta (App. No. II)	18,17,500	-	-	2,87,710	15,29,790
	<b>4,57,600</b>	<b>83,245</b>	-	<b>4,61,598</b>	<b>19,28,502</b>
					<b>3,74,355</b>

Notes:

1. Depreciation is calculated on SLM basis in accordance with the provisions of Companies Act 2013.
2. The management is of the view that life of the Intangible Assets will be 6 years at the end of the useful life of the asset, the residual value shall be 5%. Therefore, the company has adopted the rate as 15.83% p.a.
3. Deemed cost being carrying value of assets under previous GAAP.

**MADWORKS VENTURES PRIVATE LIMITED**  
**U74999MH2015PTC269725**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**NOTE 2**  
**Capital work in progress**

**Year ended March 31, 2019**

Particulars	Opening balance as at 01- Apr-2018	Additions	Transfer	Closing balance as at 31-Mar-2019
Knack Marketplace App (App.No.I)	-	-	-	-
Knack Beta (App. No. II)	-	-	-	-
Technology Development In progress	4,00,000	8,00,000	-	12,00,000
	<b>4,00,000</b>	<b>8,00,000</b>	-	<b>12,00,000</b>

**Year ended March 31, 2018**

Particulars	Gross Block			
	Opening balance as at 01- Apr-2017	Additions	Transfer	Closing balance as at 31-Mar-2018
Knack Marketplace App (App.No.I)	1,15,000	-	1,15,000	-
Knack Beta (App. No. II)	18,17,500	-	18,17,500	-
Technology Development In progress	-	4,00,000	-	4,00,000
	<b>19,32,500</b>	<b>4,00,000</b>	<b>19,32,500</b>	<b>4,00,000</b>

**MADWORKS VENTURES PRIVATE LIMITED**  
**U74999MH2015PTC269725**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

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**NOTE 3**

**Cash and cash equivalents**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>	<b>As at April 01, 2017</b>
Balances with Banks			
- In Current Accounts	21,994	11,47,157	91,725
Cash on Hand	11,887	16,011	1,630
<b>TOTAL</b>	<b>33,881</b>	<b>11,63,168</b>	<b>93,355</b>

**NOTE 4**

**Other current assets**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>	<b>As at April 01, 2017</b>
Input Tax credit (GST)	3,03,258	90,572	
<b>TOTAL</b>	<b>3,03,258</b>	<b>90,572</b>	-

**MADWORKS VENTURES PRIVATE LIMITED**  
**U74999MH2015PTC269725**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**NOTE 5**

**Equity share capital**

	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
<b>Authorised</b> 3,12,982 Equity Shares ( 31-Mar-18: 3,12,982; 01-Apr-17: 3,00,000 ) of ₹ 10 each	31,29,820	31,29,820	30,00,000
<b>Issued</b> 2,75,204 Equity Shares (31-Mar-18: 2,75,204; 01-Apr-17: 2,60,000) of ₹ 10 each	27,52,040	27,52,040	26,00,000
<b>Subscribed and Fully Paid up</b> 2,75,204 Equity Shares (31-Mar-18: 2,75,204; 01-Apr-17: 2,60,000) of ₹ 10 each	27,52,040	27,52,040	26,00,000
<b>TOTAL:</b>	<b>27,52,040</b>	<b>27,52,040</b>	<b>26,00,000</b>

**a) The reconciliation of number of equity shares outstanding and the amount of share capital at the beginning and at the end of the reporting year:**

	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	2,75,204	27,52,040	2,60,000	26,00,000	2,60,000	26,00,000
Add: Shares issued during the year	-	-	15,204	1,52,040	-	-
<b>Shares outstanding at the end of the year</b>	<b>2,75,204</b>	<b>27,52,040</b>	<b>2,75,204</b>	<b>27,52,040</b>	<b>2,60,000</b>	<b>26,00,000</b>

**b) Terms / rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rupees 10/- per share. Each shareholder is entitled to vote in proportion to his share of the paid up equity capital of the Company except upon voting by "Show of hands" where one share shareholder is entitled to one vote. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion to their shareholdings. The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the last three financial years.

**c) Details of shareholders holding more than 5% shares in the Company:**

Name of the Shareholder	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Arjun Madhavan	1,30,000	47.24%	1,30,000	47.24%	1,30,000	50.00%
Pooja Sheth	1,30,000	47.24%	1,30,000	47.24%	1,30,000	50.00%
Xelpmoe Design and Tech Limited	15,204	5.52%	15,204	5.52%	-	-

**d) Capital Management**

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios to support its business and maximize shareholder value. The Company makes adjustments to its capital structure based on economic conditions or its business requirements. To maintain / adjust the capital structure the Company may make adjustments to dividend paid to its shareholders or issue new shares.

The Company monitors capital using the metric of Net Debt to Equity. Net Debt is defined as borrowings less cash and cash equivalents, fixed deposits and readily redeemable investments. The company has no borrowings from external parties as on the reporting date.

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**NOTE 6**

**Preference share capital**

	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
<b>Authorised</b>			
57,018 Compulsory Convertible Preference shares( 31-Mar-18: 57,018; 01-Apr-17: Nil ) of ₹10 each	5,70,180	5,70,180	-
<b>Issued</b>			
57,018 Compulsory Convertible Preference shares( 31-Mar-18: 57,018; 01-Apr-17: Nil ) of ₹10 each	5,70,180	5,70,180	-
<b>Subscribed and Fully Paid up</b>			
57,018 Compulsory Convertible Preference shares( 31-Mar-18: 57,018; 01-Apr-17: Nil ) of ₹10 each	5,70,180	5,70,180	-
<b>TOTAL</b>	<b>5,70,180</b>	<b>5,70,180</b>	<b>-</b>

**a) The reconciliation of number of Compulsory Convertible Preference shares outstanding and the amount of share capital at the beginning and at the end of the reporting year:**

	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	No. of Shares	Amount	No. of Shares	Amount	No. of	Amount
Shares outstanding at the beginning of the year	57,018	5,70,180	-	-	-	-
Add: Shares issued during the year	-	-	57,018	5,70,180	-	-
<b>Shares outstanding at the end of the year</b>	<b>57,018</b>	<b>5,70,180</b>	<b>57,018</b>	<b>5,70,180</b>	<b>-</b>	<b>-</b>

**b) Terms / rights attached to Compulsory Convertible Preference shares ('CCPS')**

The CCPS shall be converted to equity shares in the conversion ratio of 1:1 as per the milestones mentioned below:

Number of CCPS	Conditions to be fulfilled
19006 shares	End of 12 months from the effective date and completion of Statement of Work for Year 1 under the M.S.A
19006 shares	End of 24 months from the effective date and completion of Statement of Work for Year 2 under the M.S.A
19006 shares	End of 36 months from the effective date and completion of Statement of Work for Year 3 under the M.S.A

The outstanding CCPS may require adjustments resulting from corporate action.

**c) Capital Management**

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios to support its business and maximize shareholder value. The Company makes adjustments to its capital structure based on economic conditions or its business requirements. To maintain / adjust the capital structure the Company may make adjustments to dividend paid to its shareholders or issue new shares.

The Company monitors capital using the metric of Net Debt to Equity. Net Debt is defined as borrowings less cash and cash equivalents, fixed deposits and readily redeemable investments. The company has no borrowings from external parties as on the reporting date.

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**NOTE 7**

**Other equity**

	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>	<b>As at April 01, 2017</b>
Securities Premium	4,33,332	4,33,332	-
Retained Earnings	-30,17,453	-19,95,642	-8,02,226
Other Comprehensive Income	-	-	-
	<b>-25,84,121</b>	<b>-15,62,310</b>	<b>-8,02,226</b>

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**NOTE 8**

**Trade payables**

	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>	<b>As at April 01, 2017</b>
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	8,51,704	4,74,327	3,44,649
	<b>8,51,704</b>	<b>4,74,327</b>	<b>3,44,649</b>

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the balance sheet date. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

<b>Disclosures required under Section 22 of the Micro, Small and</b>	<b>As at March 31, 2019</b>	<b>As at March 31,</b>	<b>As at April 01, 2017</b>
(i) Principal amount and interest due thereon remaining unpaid to MSME suppliers as at the end of the accounting year:			
-Principal	Nil	Nil	Nil
-Interest	Nil	Nil	Nil
(ii) The amount of interest paid along with the amounts of the payment made to the MSME supplier beyond the appointed day	Nil	Nil	Nil
(iii) The amount of interest due and payable for the year	Nil	Nil	Nil
(iv) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil	Nil
(v) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil	Nil



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**NOTE 9**

**Other financial liabilities**

	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Loans from directors	14,45,000	12,55,000	2,55,000
	<b>14,45,000</b>	<b>12,55,000</b>	<b>2,55,000</b>

**NOTE 10**

**Other current liabilities**

	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Statutory dues payable	2,859	54,200	2,787
Provision for Expenses	39,550	30,000	-
Payable to directors	10,076	8,805	-
	<b>52,485</b>	<b>93,005</b>	<b>2,787</b>

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**NOTE 11**

**Revenue from Operations**

	Year ended March 31, 2019	Year ended March 31, 2018
Sale of Services*	3,653	1,16,827
<b>TOTAL</b>	<b>3,653</b>	<b>1,16,827</b>

i) **Revenue disaggregation by geography is as follows:**

<b>Geography</b>	Year ended March 31, 2019	Year ended March 31, 2018
India	3,653	1,16,827
Others	-	-
<b>Total</b>	<b>3,653</b>	<b>1,16,827</b>

**NOTE 12**

**Other Income**

	Nature (Recurring/Non- Recurring)	Year ended March 31, 2019	Year ended March 31, 2018
<b>Other Non-Operating Income</b>			
Interest Income	Recurring	26	-
Miscellaneous balances written back	Non - Recurring	-	83,393
<b>TOTAL</b>		<b>26</b>	<b>83,393</b>

**NOTE 13**

**Employee Benefits Expense**

	Year ended March 31, 2019	Year ended March 31, 2018
Salaries and Wages	-	4,23,667
Staff Welfare Expenses	2,911	500
<b>TOTAL</b>	<b>2,911</b>	<b>4,24,167</b>

**NOTE 14****Depreciation**

	Year ended March 31, 2019	Year ended March 31, 2018
Depreciation on intangible assets	3,78,353	3,78,353
<b>TOTAL</b>	<b>3,78,353</b>	<b>3,78,353</b>

**NOTE 15****Other Expenses**

	Year ended March 31, 2019	Year ended March 31, 2018
Auditor's remuneration	30,000	30,000
Application & Website Maintenance exps.	2,84,310	1,33,856
Bank Charges	70	5,671
Conveyance and Travelling expenses	45,132	1,88,443
Courier charges	-	70
Interest on Profession Tax paid	1,392	-
Interest on TDS paid	42,342	-
Legal Fees & Stamp Duty Exps.	-	35,092
Miscellaneous expenses	-	23,057
Printing and stationery expenses	-	2,580
Professional Fees	13,500	80,500
Profession Tax - Co.	5,000	-
ROC Fees	-	23,400
Stipend	-	55,667
Telephone & Internet charges	-	2,172
Trademark Filing & Stamp Duty Fees	-	10,608
TDS paid (previous years)	2,19,214	-
Late Filing Fees - GST	3,266	-
<b>TOTAL</b>	<b>6,44,226</b>	<b>5,91,116</b>

**NOTE 16****Earnings per share**

	As at March 31, 2019	As at March 31, 2018
<b>Net Profit After Tax</b>	<b>-10,21,811</b>	<b>-11,93,416</b>
Number of Shares outstanding at the beginning of the year	2,75,204	2,60,000
Add : Shares Issued during the year	-	15,204
Number of Shares outstanding at the end of the year	2,75,204	2,75,204
<b>Weighted Average Number of Equity Shares</b>		
For calculating Basic EPS diluted EPS	2,75,204	2,61,708
For calculating restated Basic EPS and restated Diluted EPS	2,75,204	2,61,708
<b>Earnings Per Share Before and After Extraordinary Items</b> <i>(Face Value ₹ 10)</i>		
Restated Basic (₹)	(3.71)	(4.56)
Restated Diluted (₹)	(3.71)	(4.56)

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**NOTE 17 RELATED PARTY DISCLOSURES**

**A) Related Parties and their Relationship**

**a) Enterprise with significant influence on the Company**  
Xelpmoc Design and Tech Limited (W.E.F September 10, 2017)

**b) Key Management Personnel (KMP) and Relatives**

i)	Arjun Madhavan	KMP
ii)	Pooja Seth	KMP

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**NOTE 17 : RELATED PARTY DISCLOSURES (Contd.)**

B) The Related Party Transactions are as under :

Particulars of Transactions	Enterprise with significant influence on the Company		Key Management Personnel and Relatives			Total	
	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2018	
<b>Purchase of intangible assets</b>							
Xelpmoc Design and Tech Limited	8,00,000	4,00,000			8,00,000	4,00,000	
<b>Loan taken from Directors</b>							
Arjun Madhavan			1,90,000	8,80,000	1,90,000	8,80,000	
Pooja Seth			-	1,20,000	-	1,20,000	
<b>Receipt towards share application money</b>							
Xelpmoc Design and Tech Limited		7,22,220				7,22,220	
<b>Receipt towards security premium</b>							
Xelpmoc Design and Tech Limited		4,33,332			-	4,33,332	
<b>Expenses incurred by directors</b>							
Arjun Madhavan				2,696		2,696	
Pooja Seth			1,448	5,932	1,448	5,932	

**Notes**

- (a) Transactions with the related parties have been reported since the date they become related.  
(b) The above figure of managerial remuneration excludes provision for retirement benefits which is done for the company as a whole.

NOTE 17: RELATED PARTY DISCLOSURES (Contd.)

B) The Related Party Transactions are as under :

	Enterprise with significant influence on the Company			Key Management Personnel and Relatives				Total	
	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017	As at March 31, 2018	As at March 31, 2019	As at April 01, 2017
<b>Outstanding Balances</b>									
<b>Payables</b>									
Xelpmoc Design and Tech Limited	8,44,000	4,32,000	-	13,27,696	11,37,696	2,55,000	4,32,000	8,44,000	-
Arun Madhavan				1,27,380	1,25,932	-	11,37,696	13,27,696	2,55,000
Pooja Seth				1,27,380	1,25,932	-	1,25,932	1,27,380	-

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**NOTE 18 : FINANCIAL INSTRUMENTS**

**A. Accounting classification and fair values**

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

As at March 31, 2019	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
<b>Current</b>								
Cash and cash equivalents	-	-	33,881	33,881	-	-	33,881	33,881
	-	-	<b>33,881</b>	<b>33,881</b>	-	-	<b>33,881</b>	<b>33,881</b>
<b>Financial liabilities</b>								
<b>Current</b>								
Trade and other payables	-	-	8,51,704	8,51,704	-	-	8,51,704	8,51,704
Other Current Financial Liabilities	-	-	14,45,000	14,45,000	-	-	14,45,000	14,45,000
	-	-	<b>22,96,704</b>	<b>22,96,704</b>	-	-	<b>22,96,704</b>	<b>22,96,704</b>

As at March 31, 2018	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
<b>Current</b>								
Cash and cash equivalents	-	-	11,63,168	11,63,168	-	-	11,63,168	11,63,168
	-	-	<b>11,63,168</b>	<b>11,63,168</b>	-	-	<b>11,63,168</b>	<b>11,63,168</b>
<b>Financial liabilities</b>								
<b>Current</b>								
Trade and other payables	-	-	4,74,327	4,74,327	-	-	4,74,327	4,74,327
Other Current Financial Liabilities	-	-	12,55,000	12,55,000	-	-	12,55,000	12,55,000
	-	-	<b>17,29,327</b>	<b>17,29,327</b>	-	-	<b>17,29,327</b>	<b>17,29,327</b>

As at April 01, 2017	Carrying amount				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
<b>Current</b>								
Cash and cash equivalents	-	-	93,355	93,355	-	-	93,355	93,355
	-	-	<b>93,355</b>	<b>93,355</b>	-	-	<b>93,355</b>	<b>93,355</b>
<b>Financial liabilities</b>								
<b>Current</b>								
Trade and other payables	-	-	3,44,649	3,44,649	-	-	3,44,649	3,44,649
Other Current financial liabilities	-	-	2,55,000	2,55,000	-	-	2,55,000	2,55,000
	-	-	<b>5,99,649</b>	<b>5,99,649</b>	-	-	<b>5,99,649</b>	<b>5,99,649</b>

Level - 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities

Level - 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from price)

Level - 3 : inputs for the asset or liability that are not based on observable market data (unobservable inputs)

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**NOTE 19 : FINANCIAL RISK MANAGEMENT**

The activities of the Company exposes it to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance.

**A. MANAGEMENT OF MARKET RISK:**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency rate risk. Financial instruments affected by market risk includes borrowings, investments and derivative financial instruments.

**(i) Management of interest rate risk:**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any exposure to interest rate risks since it has no borrowings.

**(ii) Management of price risk:**

The Company invests its surplus funds in various unlisted equity and preference shares. Investments in unlisted equities and preference shares are susceptible to market price risk, arising from changes in availability of future free cash flow which may impact the return and value of the investments. The company mitigates this risk by periodically evaluating the performances of the investee company.

**(iii) Management of currency risk:**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company mitigates the foreign exchange risk by setting appropriate exposure limits and periodic monitoring of the exposures. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.



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**NOTE 19 : FINANCIAL RISK MANAGEMENT (Contd.)**

**B. MANAGEMENT OF CREDIT RISK:**

Credit risk refers to the risk of default on its obligations by a counterparty to the Company resulting in a financial loss to the Company. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in unlisted securities, foreign exchange transactions and financial instruments.

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

Credit risk from investments of surplus funds is managed by the Company's treasury in accordance with the Board approved policy and limits. Investments of surplus funds are made only with those counterparties who meet the minimum threshold requirements as prescribed by the Board. The Company monitors the financial strength of its counter parties and adjusts its exposure accordingly.

Credit risk on cash and cash equivalents is assessed as low risk as the company does not have any deposits and the entire amount represents balance in current account with banks

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**NOTE 19 : FINANCIAL RISK MANAGEMENT (Contd.)**

**C. MANAGEMENT OF LIQUIDITY RISK:**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a robust cash management system in place.

**Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments.

March 31, 2019	Carrying amount	Contractual cash flows				
		Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Trade and other payables	8,51,704	8,51,704	8,51,704	-	-	-
Other Financial Liabilities	14,45,000	14,45,000	14,45,000	-	-	-

March 31, 2018	Carrying amount	Contractual cash flows				
		Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Trade and other payables	4,74,327	4,74,327	4,74,327	-	-	-
Other Financial Liabilities	12,55,000	12,55,000	12,55,000	-	-	-

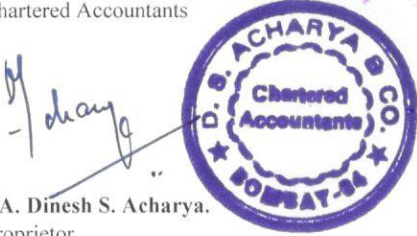
April 01, 2017	Carrying amount	Contractual cash flows				
		Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Trade and other payables	3,44,649	3,44,649	3,44,649	-	-	-
Other Financial Liabilities	2,55,000	2,55,000	2,55,000	-	-	-

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20 Events after the reporting period

There were no events that occurred after the reporting period i.e. 31 March, 2019 upto the date of approval of financial statements that require any adjustment to the carrying value of assets and Liabilities.

For D.S.Acharya & Co.,  
Chartered Accountants



CA. Dinesh S. Acharya.  
Proprietor  
Membership No.: 035647  
Place: Mumbai  
Date: 15th May, 2019

For Madworks Ventures Private Limited

Two handwritten signatures in blue ink. The first signature is for Arjun Madhavan and the second is for Pooja Sheth.

Arjun Madhavan  
Director  
DIN : 07231500  
Place: Mumbai

Pooja Sheth  
Director  
DIN : 07294306  
Place: Mumbai

## **21. FIRST-TIME ADOPTION OF IND-AS**

These financial statements, for the year ended March 31, 2019, are the first the Company has prepared in accordance with Ind-AS. For all periods up to and including the year ended March 31, 2018, the Company prepared its financial statements in accordance with Previous GAAP, including accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended), read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The date of transition to Ind AS is April 1, 2017.

Accordingly, the Company has prepared financial statements, which comply with Ind-AS, applicable for periods ending on or after March 31, 2019, together with the comparative period data as at, and for the year ended, March 31, 2018, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2017, the Company's date of transition to Ind-AS. Ind-AS 101 requires that all Ind-AS standards that are effective for the first Ind-AS Financial Statements be applied consistently and retrospectively for all periods presented. This note explains the principal adjustments made by the Company in restating its Previous GAAP financial statements, including the balance sheet as at April 1, 2017 and the financial statements as at, and for the year ended, March 31, 2018.

### **Exemptions applied**

Ind-AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind-AS.

### **The Company has applied the following exemptions:**

#### **Optional exemptions from retrospective application**

- a. A first-time adopter may opt to continue with the carrying value for all of its Property, plant and equipment (PPE), investment properties and intangible assets as recognised in its Previous GAAP financial statements as deemed cost at the transition date. However, it makes necessary adjustments for decommissioning liabilities to be included in the carrying value of PPE. If a first-time adopter opts to use the Previous GAAP carrying values as deemed cost at the transition date for all its PPE, investment property or intangible assets, the fact and the accounting policy will be disclosed by the entity. This disclosure is required in the entity's first Ind-AS financial statements and will continue for financial statements of subsequent years also until those items of PPE, investment properties or intangible assets, as the case may be, are significantly depreciated, impaired or derecognised from the entity's balance sheet. The Company has used this exemption to measure all its property, plant and equipment, and intangible assets at the Previous GAAP carrying amount as its deemed cost on the date of transition.
- b. A first-time adopter may opt to continue with the carrying value for all of its investments in subsidiaries, joint ventures and associates as recognised in its Previous GAAP financial as deemed cost at the transition date. The Company has used this exemption to measure all its investments in subsidiaries, joint ventures and associates at the Previous GAAP carrying amount as its deemed cost on the date of transition.

### **Mandatory Exemptions from retrospective application:**

#### **Estimates**

The estimates at April 1, 2017 and at March 31, 2018 are consistent with those made for the same dates in accordance with Previous GAAP (after adjustments to reflect any differences in accounting policies).

#### **Classification and measurement of financial assets and financial liabilities**

Financial assets have been classified and measured on the basis of facts and circumstances existing on April 1, 2017 except for compulsorily convertible debentures which have been classified and measured based on facts and circumstances existing on the date of issue of such debentures.

#### **Derecognition of financial assets**

The Company has applied the exemption available under Ind-AS 101 to apply the derecognition criteria under Ind-AS 109 prospectively for transactions occurring on or after April 1, 2017.

**MADWORKS VENTURES PRIVATE LIMITED**  
**U74999MH2015PTC269725**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**21 IGAAP to Ind AS reconciliation**

The following reconciliations provide the explanations and quantifications of the differences arising between Indian GAAP and Ind AS in accordance with Ind AS 101:

1. Reserves as at April 1, 2017 and March 31, 2018; and
2. Net Profit after tax for the year ended March 31, 2018.

**i) Reconciliations of reserves between Ind-AS and Previous GAAP are given below:**

Particulars	As at March 31, 2018	As at April 01, 2017
<b>Total Equity as per Indian GAAP</b>	<b>17,70,260</b>	<b>18,11,574</b>
<b>Summary of Ind AS adjustments</b>		
Preliminary expenses written off	(10,350)	(13,800)
<b>Total Ind AS adjustments</b>	<b>(10,350)</b>	<b>(13,800)</b>
<b>Total Equity as per Ind AS</b>	<b>17,59,910</b>	<b>17,97,774</b>

**ii) Reconciliation of Net Profit after tax between Ind-AS and Previous GAAP are given below:**

Particulars	As at March 31, 2018
<b>Profit After Tax as per Indian GAAP</b>	<b>(11,96,866)</b>
<b>Summary of Ind AS adjustments</b>	
Preliminary expenses written off	3,450.00
<b>Total Ind AS adjustments</b>	<b>3,450.00</b>
<b>Total Comprehensive income as per Ind AS</b>	<b>(11,93,416)</b>

**Footnotes to the reconciliation of reserves as at April 1, 2017 and March 31, 2018 and statement of profit or loss for the year ended March 31, 2018**

- a. Preliminary expenses incurred on share issue expenses carried forward under previous GAAP adjusted against the opening balance of retained earnings. Expense charged to income statement for the year ended March 31, 2018 under previous GAAP reversed.

**NOTE**

Previous GAAP figures have been reclassified/regrouped wherever necessary to conform with financial statements prepared under Ind AS.

## MADWORKS VENTURES PRIVATE LIMITED

Notes to the Ind AS Standalone Financial Statements as at and for the year ended 31 March 2019 and 31 March 2018.

### 1. Company Overview

MADWORKS VENTURES PRIVATE LIMITED (“the Company”) was incorporated 31<sup>st</sup> October 2015. The Company provides Software as a Service Products to small and medium scale enterprises. The Company’s services include offering of technology services and solutions to clients engaged in hospitality, healthcare, education, agriculture, and various other industries.

The products provided by the Company includes mobile and web applications.

#### Significant accounting policies

### 2.1 Basis of preparation and presentation of Standalone Financial Statements

- a. These financial statements are prepared in accordance with Indian Accounting Standards (Ind-AS) and comply in all material respects with the Ind-AS and other applicable provisions of the Companies Act, 2013 (“the Companies Act”). The Ind-AS are notified under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

For all periods up to and including the year ended March 31, 2018, the Company prepared its financial statements in accordance with accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended), read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (“Previous GAAP”). The actual date of transition to Ind-AS is April 1, 2018 for the financial year ended March 31, 2019 and so the financial statements for the year ended March 31, 2018 have also been translated to Ind-AS resulting in the balance sheet as of April 1, 2017 being redrawn to comply with Ind-AS. These financial statements for the year ended March 31, 2018 are the first financial statements the Company has prepared in accordance with Ind-AS. Refer Note 21 for an explanation of how the transition from Previous GAAP to Ind-AS has affected the Company’s financial position, financial performance and cash flows.

- b. The Standalone Financial Statements are presented in Indian Rupee (INR), which is also the functional currency of the Company. All amounts have been rounded-off to the nearest Rupee, unless otherwise indicated.

#### c. Use of estimates and judgments

In preparing these Standalone Financial Statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

#### *Assumptions, judgements and estimation uncertainties*

Information about assumptions, judgements and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2018 are made in the following notes:

- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Estimation of useful life of property, plant and equipment

- Estimation of current tax expense and payable;

#### **d. Measurement of fair values**

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

The company regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in – Fair Value Measurements (Note: 18 Financial Instruments - Fair values and risk management)

#### **e. Current versus non-current classification :**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

## **2.2 Property, plant and equipment**

***i. Recognition and measurement***

Items of property, plant and equipment are capitalized at cost (which includes capitalized borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, non-recoverable duties and taxes, freight, installation charges and any directly attributable cost of bringing the items to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in statement of profit and loss.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Property, plant and equipment under construction are disclosed as capital work-in-progress.

***ii. Depreciation***

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method. Depreciation for assets purchased / sold during the period is proportionately charged.

Depreciation on tangible fixed assets has been provided as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

The estimated useful lives of items property, plant and equipment for the current and comparative periods are as follows;

<b>Asset</b>	<b>Useful Life</b>
Office equipment	5-7 years
Computer	3 – 4 years

***iii. Disposal***

Gains and losses on disposal are determined by comparing net sale proceeds with carrying amount. These are included in statement of profit and loss.

**2.3 Intangible assets**

***i. Recognition and measurement***

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any non-recoverable duties and taxes and any directly



attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

*i. Amortization*

The cost of the computer software capitalized as intangible asset is amortized over the estimated useful life.

The estimated useful lives are as follows:

<b>Asset</b>	<b>Useful Life</b>
Computer Software	6– 8 Years

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

## **2.4 Investment Property**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

## **2.5 Non-Current assets (or disposal groups) held for sale and discontinued operations:**

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

## 2.6 Impairment

### *i. Financial assets*

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through the statement of profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the statement of profit or loss.

Time barred dues from the government / government departments / government companies are generally not considered as increase in credit risk of such financial asset.

### *ii. Non-financial assets*

The Company assess at each reporting date whether there is any indication that the carrying amount may not be recoverable. If any such indication exists, then the asset's recoverable amount is estimated and an impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount in the statement of profit and loss.

The Company's non-financial assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or groups of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognized in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

## 3 Leases

### *i. Determining whether an arrangement contains a lease*

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognized at an amount equal to the fair value of the

underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognized using the incremental borrowing rate.

**ii. Assets held under lease**

Leases of property, plant and equipment that transfer to the Company substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Company substantially all the risks and rewards of ownership (i.e. operating leases) are not recognized in the Company's Balance Sheet.

**iii. Lease payments**

Payments made under operating leases are generally recognized in the statement of profit and loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognized as an integral part of the total lease expense over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

The company is generally required to pay refundable security deposits for entering into various lease agreements with lessors. Such security deposits are financial assets and are recorded at fair value on initial recognition. The difference between the initial fair value and the refundable amount of the deposit is recognized as a lease prepayment. The initial fair value is estimated as the present value of the refundable amount of security deposit, discounted using the market interest rates for similar instruments.

Subsequent to initial recognition, the security deposit is measured at amortized cost using the effective interest method with the carrying amount increased over the lease period up to the refundable amount. The amount of increase in the carrying amount of deposit is recognized as interest income. The lease prepayment is amortized on a straight line basis over the lease term as lease rental expense.

**4 Financial instruments**

**i. Recognition and initial measurement**

All financial assets are recognized on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the time frame established by the market concerned. Financial assets or financial liabilities are initially measured at fair value, plus transaction costs, except for those financial assets and liabilities which are classified as at fair value through profit or loss (FVTPL) at inception.

**ii. Classification of financial assets**

The company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The company reclassifies debt investments when and only when its business model for managing those assets changes.

### **iii. Measurement**

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### **a. Debt Instruments**

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. The company classifies its debt instruments as:

##### **Amortized cost:**

Debt Instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

##### **Debt instrument at FVTOCI:**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss (P&L). Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

##### **Debt instrument at FVTPL:**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

**b. Equity Instruments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value. All changes in fair value including dividend are recognized in the statement of profit and loss.

**c. Investment in subsidiaries, joint venture and associates**

Investment in subsidiaries, joint venture and associates is carried at cost in the financial statements.

**d. Trade receivables:**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date (or in the normal operating cycle of the business if longer), they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component in accordance with Ind AS 18 (or when the entity applies the practical expedient) or pricing adjustments embedded in the contract.

Loss allowance for expected life time credit loss is recognized on initial recognition.

**e. Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company. Trade and other payables are presented as current liabilities if payment is due within 12 months after the reporting period otherwise as non-current. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

**iv. Derecognition**

***Financial assets***

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

### ***Financial liabilities***

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in the statement of profit or loss.

#### **v. *Offsetting***

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

#### **vi. *Reclassification***

The Company determines the classification of financial assets and liabilities on initial recognition. After initial recognition no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI and financial assets or liabilities that are specifically designated as FVTPL.

## **5 Revenue**

### **i) *Sale of Services***

Ind AS 115 "Revenue from Contracts with Customers" is mandatory for reporting periods beginning on or after 1 April 2018 and has replaced existing Ind AS related thereto. The Company has adopted the full retrospective approach under the standard. Under this approach, no adjustments were required to be made to the retained earnings as at 1 April, 2018. Also, the application of Ind AS 115 did not have any significant impact on recognition and measurement of revenue and related Items In the financial results the year ended March 31, 2019.

Revenue from services is recognized over the period of the contract. Revenue is recognized to the extent that it is probable that economic benefits will flow to the company and the revenue can be reliably measured.

Revenue from contracts is recognized on input basis measured by man hours delivered, efforts expended etc.

Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.

In respect of other fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract cost incurred determining the degree of completion of the performance obligation. The contract cost used in computing the revenues include cost of fulfilling warranty obligations.

The incremental costs of obtaining a contract with a customer are capitalized if the entity expects to recover these costs.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues.

The company has not recognized variable consideration receivable from certain customers as the amount of the same is not ascertainable as at the reporting date and receipt of the same is highly uncertain.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

Applying the practical expedient provided in paragraph 121, the entity has not disclosed the duration for completion of unsatisfied performance obligations, for the contracts that has an original expected duration of 1 year or less.

The Company disaggregates revenue from contracts with customers by industry verticals, geography and nature of services.

## **ii) Other Income**

Dividend income is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

## **6. Foreign currencies**

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rates are recognized as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

## **7. Income tax**

Income tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination or to an item recognized directly in equity or other comprehensive income.

### ***i. Current tax***

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

### ***ii. Deferred tax***

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits.

Deferred tax is not recognized for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets unrecognized or recognized are reviewed at each reporting date and are recognized/reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The Company offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to the items recognized in other comprehensive income or direct equity. In this case, the tax is also recognized in other comprehensive income or direct equity, respectively.

#### **Minimum Alternate Tax (MAT):**

Minimum Alternate Tax (MAT) credit is recognized as deferred asset only when it is probable that taxable profit will be available against which the credit can be utilized. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss account. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is no longer probable that the Company will pay normal income tax during the specified period.

### **8. Borrowing costs**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the statement of profit and loss in the period in which they are incurred.

### **9. Provision, contingent liabilities and contingent assets**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects



some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the timevalue of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

### ***Onerous Contracts***

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

### ***Contingencies***

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably.

## **10. Employee benefits**

### ***i. Short-term employee benefits***

All employee benefits payable wholly within twelve months of rendering the service are classified as Short Term Employee benefits. Benefits such as salaries are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

### ***ii. Post- employee benefits***

#### ***Defined Contribution Plans:***

A defined contribution plan is post-employee benefit plan under which an entity pays a fixed contribution to a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expenses in the statement of profit and loss in the periods during which the related services are rendered by employees.

#### ***Defined Benefit Plans:***

##### ***Gratuity***

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset, the same is recognized to the extent of the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in OCI. The Company determines the net interest expense (income) on the net defined benefit

liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognized immediately in profit or loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

**iii. Other long-term employee benefits**

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

**11. Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, demand deposits held with financial institution, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to know cash and which are subject to an insignificant risk of changes in value.

**12. Earnings per share**

Basic earnings per share ('BEPS') is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding for the period.

Diluted earnings per share ('DEPS') is computed by dividing the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits

**13. Cash flow statements**

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular operating, investing and financing activities of the Company are segregated.

**14. Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Only those business activities are identified as operating segment for which the operating results are regularly reviewed by the CODM to make decisions about resource allocation and performance measurement.

The company's management examines the company's performance as a whole i.e. providing of technological solution services and accordingly the company has only one reportable segment.

The company's operation and assets are concentrated in India only and hence there are no reportable geographical segments

#### **15. Recent accounting pronouncements issued but not yet effective**

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective. The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standard:

##### **Amendments to Ind AS 12 Recognition of Deferred Tax Assets for Unrealized Losses**

The amendments clarify that an entity needs to consider whether the tax laws restrict the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery for some assets for more than their carrying amount.

Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognized in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose the fact.

These amendments are effective for annual periods beginning on or after April 1, 2018. These amendments are not expected to have any impact on the Company as the Company has no deductible temporary differences or assets that are in the scope of the amendments.

##### **Appendix B to Ind AS 21 Foreign Currency Transactions and Advance Consideration**

The Appendix clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognizes the nonmonetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine the transaction date for each payment or receipt of advance consideration.

Entities may apply the Appendix requirements on a fully retrospective basis. Alternatively, an entity may apply these requirements prospectively to all assets, expenses and income in its scope that are initially recognized on or after:

- (i) The beginning of the reporting period in which the entity first applies the Appendix, or
- (ii) The beginning of a prior reporting period presented as comparative information in the financial statements of the reporting period in which the entity first applies the Appendix.

The Appendix is effective for annual periods beginning on or after 1 April 2018. However, since the Company's current practice is in line with the interpretation, the Company does not expect any effect on its financial statements.

**Ind AS 116 Leases:**

On 18 July 2017, the Accounting Standard Board (ASB) of the Institute of Chartered Accountants of India (ICAI) issued an exposure draft (ED) on Ind AS 116 'Leases'. Ind AS 116 is expected to replace Ind AS 17 from its proposed effective date, being annual period beginning on or after 1 April 2019.

The ED sets out the principles for the recognition, measurement, presentation and disclosure of leases. The objective of the ED is to ensure that lessees and lessors provide relevant information in a manner that faithfully represents those transactions. This information gives a basis for users of Standalone Financial Statements to assess the effect that leases will have on the financial position, financial performance and cash flows of the entity.

The Company is currently evaluating the requirements of Ind AS 116, and has not yet determined the impact on the standalone financial statements.